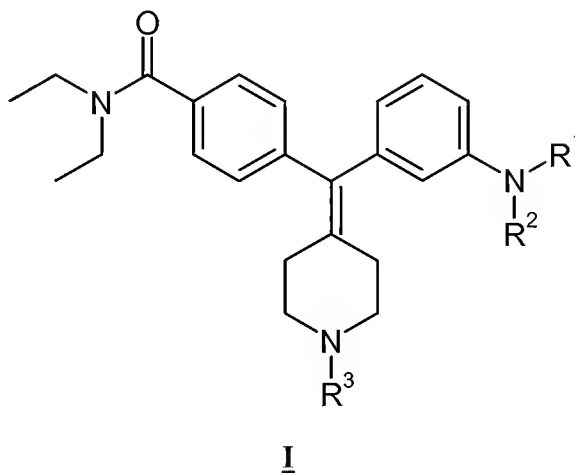


## Listing of the Claims

Please amend claims 1, 2, 6-8, 10, and 18-23 as shown. The current status of all claims is listed below and supersedes all previous lists of claims.

1. (Currently amended) A compound of formula I, or a pharmaceutically acceptable salt thereof:



wherein

$R^1$  is selected from  $C_{3-6}$ alkyl,  $C_{6-10}$ aryl,  $C_{2-9}$ heteroaryl,  $C_{6-10}$ aryl- $C_{1-4}$ alkyl,  $C_{2-9}$ heteroaryl- $C_{1-4}$ alkyl,  $C_{3-10}$ cycloalkyl,  $C_{3-10}$ cycloalkyl- $C_{1-4}$ alkyl,  $R^8$ -C(=O)-,  $R^8$ -S(=O)<sub>2</sub>-,  $R^8$ -S(=O)-,  $R^8$ -NHC(=O)-,  $R^8$ -C(=S)- and  $R^8$ -NH-C(=S)-, wherein  $R^8$  is selected from  $C_{3-6}$ alkyl,  $C_{6-10}$ aryl,  $C_{2-9}$ heteroaryl,  $C_{6-10}$ aryl- $C_{1-4}$ alkyl,  $C_{2-9}$ heteroaryl- $C_{1-4}$ alkyl,  $C_{3-10}$ cycloalkyl, and  $C_{3-10}$ cycloalkyl- $C_{1-4}$ alkyl, wherein said  $C_{3-6}$ alkyl,  $C_{6-10}$ aryl,  $C_{2-9}$ heteroaryl,  $C_{6-10}$ aryl- $C_{1-4}$ alkyl,  $C_{2-9}$ heteroaryl- $C_{1-4}$ alkyl,  $C_{3-6}$ cycloalkyl, and  $C_{3-6}$ cycloalkyl- $C_{1-4}$ alkyl used in defining  $R^1$  and  $R^8$  are optionally substituted with one or more groups selected from -R, -NO<sub>2</sub>, -OR, -Cl, -Br, -I, -F, -CF<sub>3</sub>, -C(=O)R, -C(=O)OH, -NH<sub>2</sub>, -SH, -NHR, -NR<sub>2</sub>, -SR, -SO<sub>3</sub>H, -SO<sub>2</sub>R, -S(=O)R, -CN, -OH, -C(=O)OR, -C(=O)NR<sub>2</sub>, -NRC(=O)R, and -NRC(=O)-OR, wherein R is, independently, selected from -H,  $C_{1-6}$ alkyl and phenyl;

$R^2$  is selected from -H and  $C_{1-6}$ alkyl optionally substituted with one or more groups selected from halogen, -CF<sub>3</sub>, -OH,  $C_{1-3}$ alkoxy, and halogen, or  $R^1$  and  $R^2$  are  $C_{1-3}$ alkylene that together form a portion of a ring; and

$R^3$  is selected from -H and  ~~$C_{1-6}$ alkyl,  $C_{1-6}$ alkyl-O-C(=O)-,  $C_{1-6}$ alkyl,  $C_{3-6}$ cycloalkyl, and~~

~~C<sub>2-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl~~, wherein said ~~C<sub>1-6</sub>alkyl-O-C(=O)-~~, C<sub>1-6</sub>alkyl, ~~C<sub>2-6</sub>cycloalkyl~~, and ~~C<sub>2-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl~~ are is optionally substituted with one or more groups selected from C<sub>1-6</sub>alkyl, halogenated C<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -CF<sub>3</sub>, C<sub>1-6</sub>alkoxy and halogen.

2. (Currently amended) A compound according to claim 1, wherein

R<sup>1</sup> is selected from C<sub>3-6</sub>alkyl, C<sub>6-10</sub>aryl, C<sub>2-6</sub>heteroaryl, C<sub>6-10</sub>aryl-C<sub>1-4</sub>alkyl, C<sub>2-6</sub>heteroaryl-C<sub>1-4</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, wherein said C<sub>3-6</sub>alkyl, C<sub>6-10</sub>aryl, C<sub>2-6</sub>heteroaryl, C<sub>6-10</sub>aryl-C<sub>1-4</sub>alkyl, C<sub>2-6</sub>heteroaryl-C<sub>1-4</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl are optionally substituted with one or more groups selected from C<sub>1-4</sub>alkyl, halogen, -CF<sub>3</sub>, -OH, C<sub>1-3</sub>alkoxy, phenoxy, and halogen;

R<sup>2</sup> is selected from -H and C<sub>1-3</sub>alkyl; and

R<sup>3</sup> is ~~selected from -H and C<sub>1-6</sub>alkyl-O-C(=O)-~~.

3. (Original) A compound according to claim 2,

wherein R<sup>1</sup> is R<sup>9</sup>-CH<sub>2</sub>-, wherein R<sup>9</sup> is selected from phenyl, pyridyl, thienyl, furyl, imidazolyl, triazolyl, pyrrolyl, thiazolyl, N-oxido-pyridyl, benzyl, pyridylmethyl, thienylmethyl, furylmethyl, imidazolylmethyl, triazolylmethyl, pyrrolylmethyl, thiazolylmethyl and N-oxido-pyridylmethyl, optionally substituted with one or more groups selected from C<sub>1-4</sub>alkyl, halogen, -CF<sub>3</sub>, -OH, C<sub>1-3</sub>alkoxy, phenoxy and halogen; and

R<sup>2</sup> and R<sup>3</sup> are hydrogen.

4. (Original) A compound according to claim 3,

wherein R<sup>9</sup> is selected from benzyl, phenyl, pyridyl, thienyl, furyl, imidazolyl, pyrrolyl and thiazolyl, optionally substituted with one or more groups selected from C<sub>1-4</sub>alkyl, halogen, -CF<sub>3</sub>, -OH, C<sub>1-3</sub>alkoxy, phenoxy, and halogen.

5. (Original) A compound according to claim 4, wherein

wherein R<sup>9</sup> is selected from benzyl, phenyl, pyridyl, thienyl, furyl, imidazolyl, pyrrolyl and thiazolyl.

6. (Currently amended) A compound according to claim 1, wherein

$R^1$  is selected from  $C_{3-6}$ alkyl,  $C_{3-10}$ cycloalkyl, and  $C_{3-10}$ cycloalkyl- $C_{1-4}$ alkyl, wherein said  $C_{3-6}$ alkyl,  $C_{3-10}$ cycloalkyl, and  $C_{3-10}$ cycloalkyl- $C_{1-4}$ alkyl are optionally substituted with one or more groups selected from  $C_{1-4}$ alkyl, halogen,  $-CF_3$ ,  $-OH$ ,  $C_{1-3}$ alkoxy, phenoxy, and halogen;

$R^2$  is  $-H$  or  $C_{1-3}$ alkyl; and

$R^3$  is  $-H$  ~~[[,]]~~ or  $C_{1-6}$ alkyl,  ~~$C_{2-6}$ cycloalkyl, and  $C_{2-6}$ cycloalkyl- $C_{1-4}$ alkyl~~, wherein said  $C_{1-6}$ alkyl,  ~~$C_{2-6}$ cycloalkyl,  $C_{2-6}$ cycloalkyl- $C_{1-4}$ alkyl~~ are optionally substituted with one or more groups selected from  $C_{1-4}$ alkyl, halogen,  $-CF_3$ ,  $-OH$ ,  $C_{1-3}$ alkoxy, phenoxy, and halogen.

7. (Currently amended) A compound according to claim 6, wherein

$R^1$  is selected from 1-propyl, 2-propyl, 1-butyl, 2-butyl, t-butyl, 2-methyl-1-propyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclooctyl, and cyclononyl;

$R^2$  is selected from  $-H$ , methyl, ethyl, 1-propyl and 2-propyl; and

$R^3$  is selected from  $-H$ , methyl, ethyl, allyl, 3,3-dimethyl-allyl, ~~cyclopropylmethyl~~, 2-methoxy-ethyl, and 3-methoxy-1-propyl.

8. (Currently amended) A compound according to claim 1, wherein

$R^1$  is selected from  $R^8-C(=O)-$ ,  $R^8-S(=O)_2-$ ,  $R^8-S(=O)-$ ,  $R^8-NHC(=O)-$ ,  $R^8-C(=S)-$  and  $R^8-NH-C(=S)-$ , wherein  $R^8$  is selected from  $C_{3-6}$ alkyl,  $C_{6-10}$ aryl,  $C_{2-6}$ heteroaryl,  $C_{6-10}$ aryl- $C_{1-4}$ alkyl,  $C_{2-6}$ heteroaryl- $C_{1-4}$ alkyl,  $C_{3-10}$ cycloalkyl, and  $C_{3-10}$ cycloalkyl- $C_{1-4}$ alkyl; wherein said  $C_{3-6}$ alkyl,  $C_{6-10}$ aryl,  $C_{2-6}$ heteroaryl,  $C_{6-10}$ aryl- $C_{1-4}$ alkyl,  $C_{2-6}$ heteroaryl- $C_{1-4}$ alkyl,  $C_{3-6}$ cycloalkyl, and  $C_{3-6}$ cycloalkyl- $C_{1-4}$ alkyl are optionally substituted with  $C_{1-4}$ alkyl, halogen,  $-CF_3$ ,  $-OH$ ,  $C_{1-3}$ alkoxy, phenoxy, and halogen;

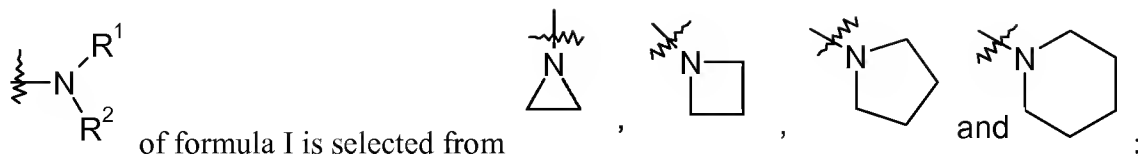
$R^2$  is  $-H$ ; and

$R^3$  is ~~selected from  $-H$  and  $C_{1-6}$ alkyl-O-C(=O)-~~.

9. (Original) A compound according to claim 8, wherein

$R^8$  is selected from phenyl, benzyl, phenethyl and cyclohexyl, wherein said phenyl, benzyl, phenethyl and cyclohexyl are optionally substituted with one or more groups selected from methyl, methoxy and halogen.

10. (Currently amended) A compound according to claim 1, wherein



and

$R^3$  is selected from  $-H$  and  $C_{1-6}alkyl-O-C(=O)-$ .

11. (Original) A compound selected from:

- 1) 4-[[3-(benzylamino)phenyl](piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 2) N,N-diethyl-4-[{3-[(3-furylmethyl)amino]phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 3) N,N-diethyl-4-(piperidin-4-ylidene{3-[(thien-3-ylmethyl)amino]phenyl}methyl)benzamide,
- 4) N,N-diethyl-4-[{3-[(2-phenylethyl)amino]phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 5) 4-[{3-[(4-chlorobenzyl)amino]phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 6) N,N-diethyl-4-[piperidin-4-ylidene(3-{3-(trifluoromethyl)benzyl}amino}phenyl)methyl]benzamide,
- 7) 4-[{3-[(2-chlorobenzyl)amino]phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 8) N,N-diethyl-4-[piperidin-4-ylidene(3-{4-(trifluoromethyl)benzyl}amino}phenyl)methyl]benzamide,
- 9) N,N-diethyl-4-[{3-[(2-furylmethyl)amino]phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 10) N,N-diethyl-4-(piperidin-4-ylidene{3-[(thien-2-ylmethyl)amino]phenyl}methyl)benzamide,
- 11) 4-[{3-[(cyclohexylmethyl)amino]phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 12) N,N-diethyl-4-{piperidin-4-ylidene[3-(propylamino)phenyl]methyl}benzamide,
- 13) 4-[[3-(cyclohexylamino)phenyl](piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 14) 4-[[3-(cyclopentylamino)phenyl](piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 15) 4-[[3-(cycloheptylamino)phenyl](piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 16) 4-[{3-[cyclopentyl(methyl)amino]phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 17) 4-[[3-(benzoylamino)phenyl](piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 18) N,N-diethyl-4-[{3-[(phenylacetyl)amino]phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 19) 4-[{3-[(cyclohexylcarbonyl)amino]phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,

- 20) 4-[{3-[(cyclohexylacetyl)amino]phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 21) 4-[{3-[(2-chlorophenyl)acetyl]amino}phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 22) 4-[{3-[(3-chlorophenyl)acetyl]amino}phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 23) N,N-diethyl-4-[{3-[(5-methylthien-2-yl)acetyl]amino}phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 24) 4-[{3-[(5-chlorothien-2-yl)acetyl]amino}phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 25) N,N-diethyl-4-[{3-[(2S)-2-phenylpropanoyl]amino}phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 26) N,N-diethyl-4-[{3-[(2R)-2-phenylpropanoyl]amino}phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 27) N,N-diethyl-4-[{3-[(2S)-2-phenylbutanoyl]amino}phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 28) N,N-diethyl-4-[{3-[(2R)-2-phenylbutanoyl]amino}phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 29) 4-[{3-[benzoyl(methyl)amino]phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 30) 4-[{3-[(anilincarbonyl)amino]phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 31) 4-[{3-[(benzylamino)carbonyl]amino}phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 32) N-{3-[4-[(diethylamino)carbonyl]phenyl}(piperidin-4-ylidene)methyl]phenyl}piperidine-1-carboxamide,
- 33) N,N-diethyl-4-[{3-[(phenylsulfonyl)amino]phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 34) 4-[{3-[(benzylsulfonyl)amino]phenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 35) 4-[{3-anilinophenyl}(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,
- 36) N,N-diethyl-4-[{3-[methyl(phenyl)amino]phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 37) N,N-diethyl-4-[{3-[ethyl(phenyl)amino]phenyl}(piperidin-4-ylidene)methyl]benzamide,
- 38) N,N-diethyl-4-[{3-[(1S)-1-phenylethyl]amino}phenyl}(piperidin-4-

ylidene)methyl]benzamide,

39) N,N-diethyl-4-[(3-{[(1R)-1-phenylethyl]amino}phenyl)(piperidin-4-ylidene)methyl]benzamide,

40) 4-[(3-{[(1R)-1-cyclohexylethyl]amino}phenyl)(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,

41) 4-[(3-{[(1S)-1-cyclohexylethyl]amino}phenyl)(piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,

42) N,N-diethyl-4-[3-[(1-methyl-1-phenylethyl)amino]phenyl](piperidin-4-ylidene)methyl]benzamide,

43) 4-[3-[cyclohexyl(methyl)amino]phenyl](piperidin-4-ylidene)methyl]-N,N-diethylbenzamide,

44) N,N-diethyl-4-[piperidin-4-ylidene(3-piperidin-1-ylphenyl)methyl]benzamide,

45) N,N-diethyl-4-[piperidin-4-ylidene(3-pyrrolidin-1-ylphenyl)methyl]benzamide,

46) N,N-diethyl-4-[3-[(2-ethyl-1-oxobutyl)amino]phenyl]-4-piperidinyldenemethyl]benzamide,

47) N-[3-[[4-[(diethylamino)carbonyl]phenyl]-4-piperidinyldenemethyl]phenyl]-1-methyl-1H-1,2,3-benzotriazole-5-carboxamide,

48) 6-chloro-N-[3-[[4-[(diethylamino)carbonyl]phenyl]-4-piperidinyldenemethyl]phenyl]-3-pyridinecarboxamide,

49) N-[3-[[4-[(diethylamino)carbonyl]phenyl]-4-piperidinyldenemethyl]phenyl]-2-methoxybenzamide,

50) N-[3-[[4-[(diethylamino)carbonyl]phenyl]-4-piperidinyldenemethyl]phenyl]-2-quinoxalinecarboxamide,

51) N-[3-[[4-[(diethylamino)carbonyl]phenyl]-4-piperidinyldenemethyl]phenyl]-2,5-difluorobenzamide,

52) 3-chloro-N-[3-[[4-[(diethylamino)carbonyl]phenyl]-4-piperidinyldenemethyl]phenyl]-2-thiophenecarboxamide,

53) N-[3-[[4-[(diethylamino)carbonyl]phenyl]-4-piperidinyldenemethyl]phenyl]-3-methylbenzamide,

54) N,N-diethyl-4-[3-[[[(methylphenylamino)carbonyl]amino]phenyl]-4-piperidinyldenemethyl]benzamide, and pharmaceutically acceptable salts thereof.

12-13. (Cancelled)

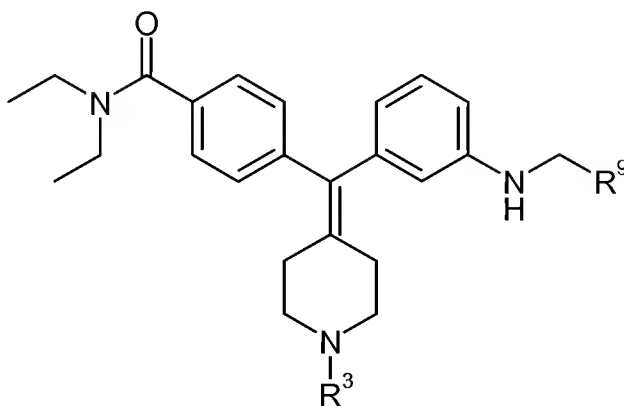
14. (Withdrawn) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

15. (Withdrawn) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 1.

16. (Withdrawn) A method for the therapy of functional gastrointestinal disorders in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 1.

17. (Withdrawn) A method for the therapy of anxiety in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 1.

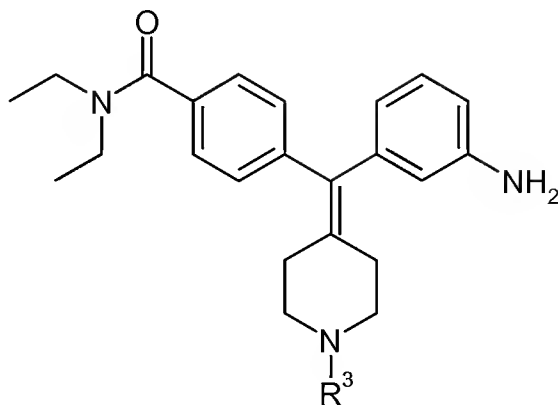
18. (Currently amended) A process for preparing a compound of formula III,



**III**

comprising:

reacting a compound of formula II,

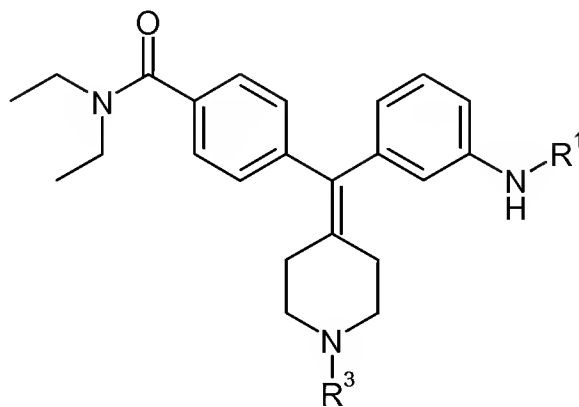
**II**

with R<sup>9</sup>-CHO in the presence of a reducing agent to form the compound of formula III, wherein

R<sup>9</sup> is selected from phenyl, pyridyl, thienyl, furyl, imidazolyl, triazolyl, pyrrolyl, thiazolyl, N-oxido-pyridyl, benzyl, pyridylmethyl, thienylmethyl, furylmethyl, imidazolylmethyl, triazolylmethyl, pyrrolylmethyl, thiazolylmethyl and N-oxido-pyridylmethyl, optionally substituted with one or more groups selected from C<sub>1-4</sub>alkyl, halogen, -CF<sub>3</sub>, -OH, C<sub>1-3</sub>alkoxy, phenoxy and halogen; and

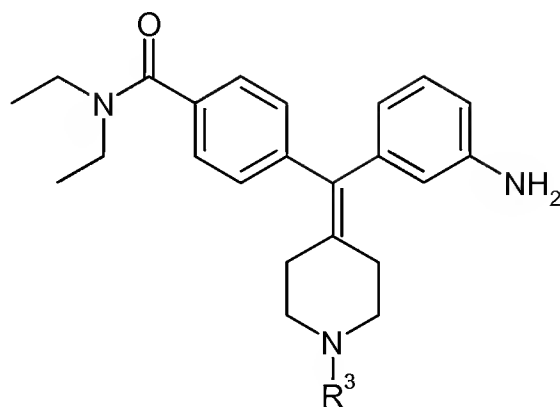
R<sup>3</sup> is selected from ~~C<sub>1-6</sub>alkyl-O-C(=O)-~~, C<sub>1-6</sub>alkyl, ~~C<sub>2-6</sub>cycloalkyl~~, and ~~C<sub>2-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl~~, wherein said ~~C<sub>1-6</sub>alkyl-O-C(=O)-~~, ~~C<sub>1-6</sub>alkyl~~, ~~C<sub>2-6</sub>cycloalkyl~~, and ~~C<sub>2-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl~~ are which is optionally substituted with one or more groups selected from C<sub>1-6</sub>alkyl, halogenated C<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -CF<sub>3</sub>, C<sub>1-6</sub>alkoxy and halogen.

19. (Currently amended) A process for preparing a compound of formula IV,

**IV**

comprising: reacting a compound of formula II,



**II**

with R<sup>1</sup>-X to form the compound of formula IV,

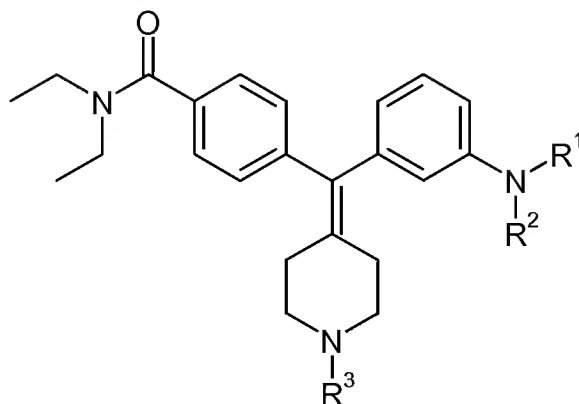
wherein

X is halogen;

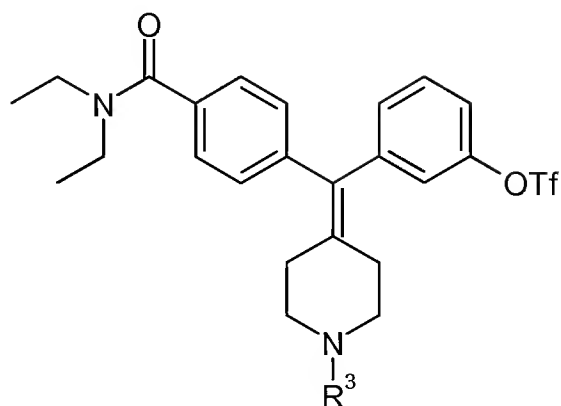
R<sup>1</sup> is selected from C<sub>3-6</sub>alkyl, C<sub>6-10</sub>aryl, C<sub>2-6</sub>heteroaryl, C<sub>6-10</sub>aryl-C<sub>1-4</sub>alkyl, C<sub>2-6</sub>heteroaryl-C<sub>1-4</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, wherein said C<sub>3-6</sub>alkyl, C<sub>6-10</sub>aryl, C<sub>2-6</sub>heteroaryl, C<sub>6-10</sub>aryl-C<sub>1-4</sub>alkyl, C<sub>2-6</sub>heteroaryl-C<sub>1-4</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl are optionally substituted with one or more groups selected from C<sub>1-4</sub>alkyl, halogen, -CF<sub>3</sub>, -OH, C<sub>1-3</sub>alkoxy, phenoxy, and halogen; and

R<sup>3</sup> is selected from ~~C<sub>1-6</sub>alkyl-O-C(=O)-~~, C<sub>1-6</sub>alkyl, ~~C<sub>2-6</sub>cycloalkyl~~, and ~~C<sub>2-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl~~, wherein said ~~C<sub>1-6</sub>alkyl-O-C(=O)-~~, ~~C<sub>1-6</sub>alkyl~~, ~~C<sub>2-6</sub>cycloalkyl~~, and ~~C<sub>2-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl~~ are which is optionally substituted with one or more groups selected from C<sub>1-6</sub>alkyl, halogenated C<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -CF<sub>3</sub>, C<sub>1-6</sub>alkoxy and halogen.

20. (Currently amended) A process for preparing a compound of formula I,

**I**

comprising: reacting a compound of formula V,



**V**

with  $R^1R^2NH$  to form the compound of formula I,

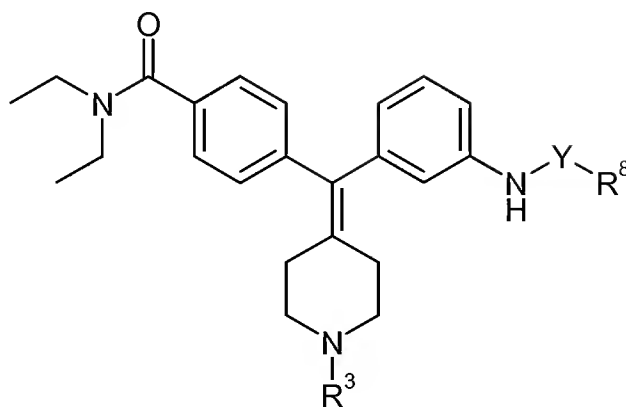
wherein

$R^1$  is selected from  $C_{3-6}$ alkyl,  $C_{6-10}$ aryl,  $C_{2-6}$ heteroaryl,  $C_{6-10}$ aryl- $C_{1-4}$ alkyl,  $C_{2-6}$ heteroaryl- $C_{1-4}$ alkyl,  $C_{3-10}$ cycloalkyl,  $C_{3-10}$ cycloalkyl- $C_{1-4}$ alkyl, wherein said  $C_{3-6}$ alkyl,  $C_{6-10}$ aryl,  $C_{2-6}$ heteroaryl,  $C_{6-10}$ aryl- $C_{1-4}$ alkyl,  $C_{2-6}$ heteroaryl- $C_{1-4}$ alkyl,  $C_{3-10}$ cycloalkyl,  $C_{3-10}$ cycloalkyl- $C_{1-4}$ alkyl are optionally substituted with one or more groups selected from  $C_{1-4}$ alkyl, halogen,  $-CF_3$ ,  $-OH$ ,  $C_{1-3}$ alkoxy, phenoxy, and halogen;

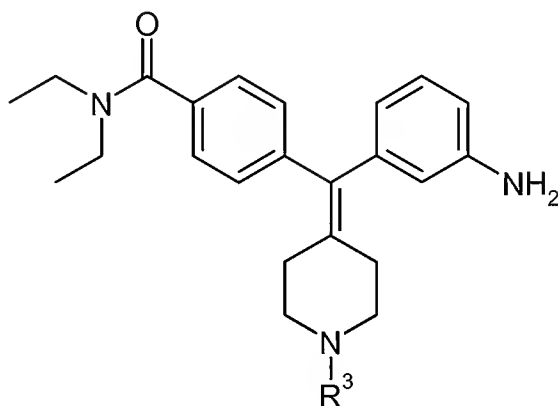
$R^2$  is selected from  $-H$  and  $C_{1-6}$ alkyl optionally substituted with one or more groups selected from halogen,  $-CF_3$ ,  $-OH$ ,  $C_{1-3}$ alkoxy, and halogen, or  $R^1$  and  $R^2$  are  $C_{1-3}$ alkylene that together form a portion of a ring; and

$R^3$  is selected from  ~~$C_{1-6}$ alkyl-O-C(=O)-~~,  $C_{1-6}$ alkyl,  ~~$C_{3-6}$ cycloalkyl~~, and  ~~$C_{3-6}$ cycloalkyl- $C_{1-4}$ alkyl~~, wherein said  ~~$C_{1-6}$ alkyl-O-C(=O)-~~,  ~~$C_{1-6}$ alkyl~~,  ~~$C_{3-6}$ cycloalkyl~~, and  ~~$C_{3-6}$ cycloalkyl- $C_{1-4}$ alkyl~~ are which is optionally substituted with one or more groups selected from  $C_{1-6}$ alkyl, halogenated  $C_{1-6}$ alkyl,  $-NO_2$ ,  $-CF_3$ ,  $C_{1-6}$ alkoxy and halogen.

21. (Currently amended) A process for preparing a compound of formula VI,

VI

comprising: reacting a compound of formula VII,



VII

with  $R^8$ -Y-X or  $R^8$ -Y-O-Y- $R^8$  to form the compound of formula VI:

wherein

X is halogen;

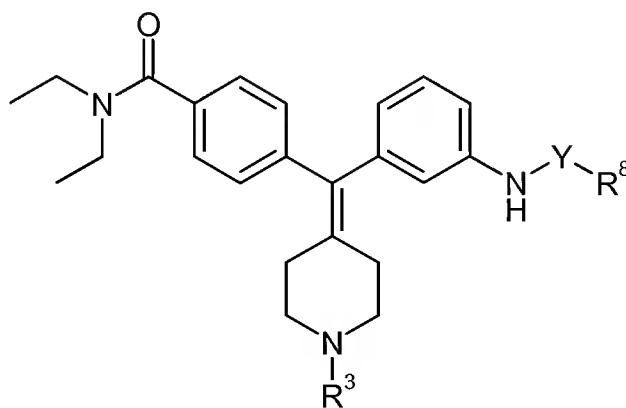
Y is selected from  $-C(=O)-$  and  $-S(=O)_2-$ ;

$R^8$  is selected from  $C_{3-6}$ alkyl,  $C_{6-10}$ aryl,  $C_{2-6}$ heteroaryl,  $C_{6-10}$ aryl- $C_{1-4}$ alkyl,  $C_{2-6}$ heteroaryl- $C_{1-4}$ alkyl,  $C_{3-10}$ cycloalkyl, and  $C_{3-10}$ cycloalkyl- $C_{1-4}$ alkyl; wherein said  $C_{3-6}$ alkyl,  $C_{6-10}$ aryl,  $C_{2-6}$ heteroaryl,  $C_{6-10}$ aryl- $C_{1-4}$ alkyl,  $C_{2-6}$ heteroaryl- $C_{1-4}$ alkyl,  $C_{3-6}$ cycloalkyl, and  $C_{3-6}$ cycloalkyl- $C_{1-4}$ alkyl are optionally substituted with  $C_{1-4}$ alkyl, halogen,  $-CF_3$ ,  $-OH$ ,  $C_{1-3}$ alkoxy, phenoxy, and halogen; and

$R^3$  is selected from  ~~$C_{1-6}$ alkyl-O-C(=O)-~~,  $C_{1-6}$ alkyl,  ~~$C_{3-6}$ cycloalkyl~~, and  ~~$C_{3-6}$ cycloalkyl- $C_{1-4}$ alkyl~~, wherein said  ~~$C_{1-6}$ alkyl-O-C(=O)-~~,  $C_{1-6}$ alkyl,  ~~$C_{3-6}$ cycloalkyl~~, and  ~~$C_{3-6}$ cycloalkyl- $C_{1-4}$ alkyl~~ are which is optionally substituted with one or more groups selected from  $C_{1-6}$ alkyl, halogenated

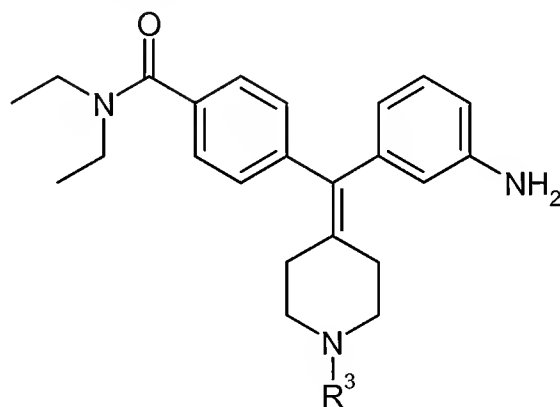
C<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -CF<sub>3</sub>, C<sub>1-6</sub>alkoxy and halogen.

22. (Currently amended) A process for preparing a compound of formula VIII,



**VIII**

comprising: reacting a compound of formula VII,



**VII**

with R<sup>8</sup>-Z to form the compound of formula VIII:

wherein

Z is selected from -NCO and -NCS;

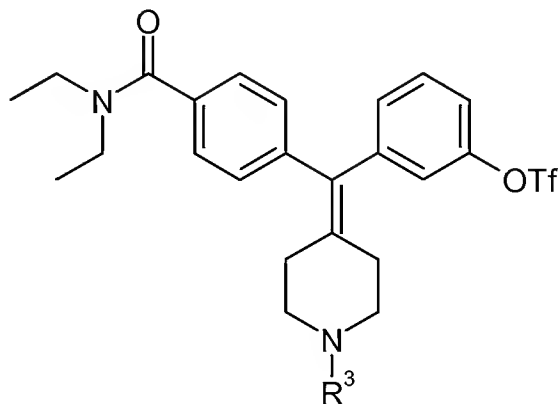
Y is selected from -C(=O)NH- and -C(=S)NH-;

R<sup>8</sup> is selected from C<sub>3-6</sub>alkyl, C<sub>6-10</sub>aryl, C<sub>2-6</sub>heteroaryl, C<sub>6-10</sub>aryl-C<sub>1-4</sub>alkyl, C<sub>2-6</sub>heteroaryl-C<sub>1-4</sub>alkyl, C<sub>3-10</sub>cycloalkyl, and C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl; wherein said C<sub>3-6</sub>alkyl, C<sub>6-10</sub>aryl, C<sub>2-6</sub>heteroaryl, C<sub>6-10</sub>aryl-C<sub>1-4</sub>alkyl, C<sub>2-6</sub>heteroaryl-C<sub>1-4</sub>alkyl, C<sub>3-6</sub>cycloalkyl, and C<sub>3-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl are optionally substituted with C<sub>1-4</sub>alkyl, halogen, -CF<sub>3</sub>, -OH, C<sub>1-3</sub>alkoxy, phenoxy, and halogen; and

R<sup>3</sup> is selected from C<sub>1-6</sub>alkyl-O-C(=O)-, C<sub>1-6</sub>alkyl, C<sub>3-6</sub>cycloalkyl, and C<sub>3-6</sub>cycloalkyl-C<sub>1-</sub>

~~4alkyl, wherein said C<sub>1-6</sub>alkyl-O-C(=O)-, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>cycloalkyl, and C<sub>2-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl~~  
 are which is optionally substituted with one or more groups selected from C<sub>1-6</sub>alkyl, halogenated  
 C<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -CF<sub>3</sub>, C<sub>1-6</sub>alkoxy and halogen.

23. (Currently amended) A compound of formula V,



V

wherein

R<sup>3</sup> is ~~selected from C<sub>1-6</sub>alkyl-O-C(=O)-, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>cycloalkyl, and C<sub>2-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl, wherein said C<sub>1-6</sub>alkyl-O-C(=O)-, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>cycloalkyl, and C<sub>2-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl~~  
 are which is optionally substituted with one or more groups selected from C<sub>1-6</sub>alkyl, halogenated  
 C<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -CF<sub>3</sub>, C<sub>1-6</sub>alkoxy and halogen.